

UTAH NURSE PRACTITIONERS, INC. BYLAWS

Proposed September 2014

ARTICLE I: NAME

The name of this organization shall be Utah Nurse Practitioners, Inc. ("UNP"). UNP is a non-profit corporation incorporated under the laws of the state of Utah.

UNP is organized and shall be operated and administered exclusively as a business league, and the definition of such purpose shall be the same as the definition of such purpose used in connection with Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws.

ARTICLE II: MISSION

The mission of UNP as a state professional membership organization for Nurse Practitioners ("NPs") of all specialties is "Leading NPs to empower patients, improve access, and promote health."

ARTICLE III: MEMBERSHIP

Active membership, i.e., membership in good standing, in all categories is contingent on annual payment of dues.

Section 1. NP Members: NP Members shall have successfully completed an accredited graduate-level educational program. They must have passed a national certification examination that matches the educational preparation and/or maintain certification as an NP with a nationally approved certifying body. NP members shall have the right to vote in elections. NP Members desiring to seek office must be a UNP Member in good standing for the 12 months previous to the date on which the call for nominations begins.

Section 2. Affiliate Members: Affiliate Members shall have successfully completed an educational program in any one of the remaining three Advanced Practice Registered Nurse ("APRN") Specialties: Certified Nurse Midwife, Certified Registered Nurse Anesthetist, or Clinical Nurse Specialist. Affiliate members shall have the right to vote in elections and may not seek office as an elected board member. Affiliate members shall have successfully completed an accredited graduate-level educational program.

Section 3. Student Members: Student Members shall be enrolled in an accredited graduate-level educational program that prepares any APRN specialty. Student Members shall have the right to vote in elections but may not seek office.

Section 4. Retired Members: Retired Members shall be NPs who have retired from NP practice. Retired Members shall have the right to vote in elections. Retired Members wishing to seek office must be a UNP Member in good standing for the 12 months previous to the date on which the call for nominations begins.

Section 5. Associate Members: Associate Members shall be any person who is not an APRN but is interested in fostering the mission of the organization. Associate Members do not have the right to vote or hold office.

ARTICLE IV: DUES

Section 1. Membership dues are paid on an annual basis or through options as determined by the Board of Directors. Dues may not increase by more than 20% of current dues.

Section 2. The Board of Directors shall set membership dues annually by majority vote.

ARTICLE V: ANNUAL MEETING

Section 1. There shall be a minimum of one meeting each year of the general membership. The time and place of this meeting shall be published at least thirty (30) days prior to the meeting.

Section 2. The voting body shall be all active voting members in good standing.

ARTICLE VI: ELECTIONS

Section 1. Nominations process: As described in Article III, eligible members in good standing may be nominated for elected positions. A member in good standing (in any class of membership) may nominate a candidate for elected positions. A member in good standing may self-nominate. The call for nominations for elected positions of the organization shall be published at least four (4) weeks prior to the October elections. All nominations must be submitted by close of the call for nominations. The call for nominations shall close two (2) weeks prior to the October elections.

Section 2. Election process: The slate of candidates shall be made available to voting members for a 2-week period prior to voting. Voting will be open for a minimum of 14 days. Candidates will be announced by the Nominations Committee (described in Article IX) in October of each year. Elections shall be held in October of each year. All voting members in good standing as of October 1st shall be eligible to vote. Voting shall be by electronic ballot, which ballot shall constitute a member's proxy. A plurality vote shall be sufficient for election. In the event of a tie vote, the decision shall be made by secret ballot of the Executive Committee.

Section 3. Term of Office: Newly elected members of the Board of Directors and Nominations Committee shall begin their term of office each year following the end of the annual membership meeting.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. The Executive Committee and the elected Board Members of this organization shall constitute the Board of Directors and shall be the governing body of the organization. All members of the Board of Directors shall serve for a term of two (2) elected years, or as specified in these bylaws. No member of the Board of Directors shall serve more than two (2) elected consecutive terms in the same position.

Section 2. As the governing body of the organization, members of the Board of Directors shall serve in good faith, shall uphold the highest professional, ethical, and legal standards, and shall fulfill the functions of their positions. A director shall discharge the director's duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the director reasonably believes to be in the best interest of UNP. A director is not liable to UNP, a member or another person for an action taken or not taken as a director if the director acted in compliance with this bylaw provision. A person seeking to establish liability of a director must prove that the director did not act (1) in good faith (2) with ordinary care and (3) in a manner the director reasonably believed to be in the best interest of UNP.

Section 3. There shall be at least four (4) regular meetings of the Board of Directors each year. A physical gathering of the Board of Directors shall be required for at least two (2) meetings of the Board per calendar year, and members

of the Board who are unable to physically attend such meeting in person or by proxy may participate in such meeting by conference telephone or other forms of remote technology if at least a majority of the number of directors then in office are in physical attendance at such meeting.

The time and place of these meetings shall be set by the President, and thirty (30) days notice shall be given. Special meetings of the Board of Directors may be called by the President, or may be called upon written request of at least five (5) members of the Board of Directors. Ten (10) days notice shall be given and the purpose of the meeting shall be stated in the call for the meeting.

Section 4. In the event a member of the Board of Directors is unable to participate in an official meeting of the Board of Directors, the member shall not have the right to have another person attend and/or vote on their behalf.

Section 5. In the interval between regular meetings of the Board of Directors, the President may refer to the Board questions relating to the affairs of the organization, which, in the opinion of the President, require action on the part of the Board. Any such action may be taken without a meeting if a written consent, stating the action to be taken, is approved by the number of Board of Directors necessary to take that action if there had been a meeting at which all of the members of the Board were present and voting. The consent shall include the date of each director's assent as obtained by the recording secretary. If less than unanimous consent is obtained, prompt notice of the action shall be given to each member of the Board of Directors. There shall be contemporaneous documentation of all such actions in UNP's corporate records. The result of such actions obtained in this fashion shall control the action of the organization, and its board, officers, and committees. A telegram, telex, cablegram, electronic mail message or similar transmission by a director or committee member, or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a Board member shall be regarded as signed by the Board member for purposes of this provision.

Section 6. In the event a vacancy occurs in any position of the Board of Directors due to change in status or otherwise, such position shall be filled in the following manner:

1. President:

a) The President-Elect shall accede to the position of President for the completion of that term. The individual shall then continue to serve as President for a one-year term, which they would otherwise have served had the vacancy not occurred. The new President shall appoint a temporary President-Elect, subject to approval by the Board by a majority vote, and subject to the qualification requirements for this position as set forth in these bylaws. The appointed individual shall serve until the next regular election for President-Elect. At the time of the next election, the individual appointed to serve as temporary President-Elect will no longer serve as a member of the Board of Directors unless the individual was duly elected to a position.

2. The President shall appoint replacements for all other vacancies, subject to approval by the Board by a majority vote, and subject to the qualification requirements for such positions as set forth in these Bylaws. The replacement shall complete the term of the Board of Directors member being replaced.

Section 7. Committees of the Board may act without meeting in the manner provided under Sections 3 & 5 of this Article VII.

ARTICLE VIII: OFFICERS

Section 1. The Officers of the organization shall be the Executive Committee of the Board of Directors. The Officers shall be the President, President-Elect, Immediate Past President, Recording Secretary, and Treasurer.

Members in good standing of the organization entitled to vote in elections shall elect Officers. No Officer shall hold the same office for more than two (2) elected consecutive terms. Nominations and voting for Executive Committee members shall proceed in the same manner as set forth in Article VI.

Section 2. President: Serves for a one (1) year term; automatically assumes office following service as President-elect.

Section 3. President-elect: One (1) year term; automatically assumes office of President following expiration of term.

Section 4. Immediate Past-President: One (1) year term; automatically assumes office following service as President.

Section 5. Recording Secretary: Two (2) year term elected in odd numbered years.

Section 6. Treasurer: Two (2) year term elected in even numbered years.

ARTICLE IX: COMMITTEES

Section 1. The committees of the organization shall be standing or ad hoc. Each committee shall have a chair appointed by the President and subject to approval of the Board of Directors, unless the position is specified in the bylaws.

Section 2. All committees are advisory to the Board of Directors. Committees shall assume such duties as specified in these bylaws or designated by the Board of Directors in creating such committee and as outlined in the committee policies and procedures. Each committee shall review its functions annually and report regularly to the Board.

Section 3: The Nominations Committee is a standing committee and shall prepare a slate that optimally consists of at least two but not more than three nominees for each available position on the slate. Utilizing UNP position descriptions, the Nominations Committee will conduct reviews and/or interviews of all eligible candidates seeking a particular office to determine the candidates for each open position on the slate. The nominations committee will present the completed slate to the Board of Directors for their approval.

The Nominations Committee shall consist of three (3) NP members in good standing who are not holding any other UNP office, elected by the membership entitled to vote in elections during the regular election process. Nominations Committee members are elected for three (3) year terms and are eligible to seek re-election to the Nominations Committee for one additional term commencing at the expiration of their current term. Members of the Committee are not eligible for nomination for any other elected position while serving on the committee. Nominations and voting for Nominations Committee members shall otherwise proceed in the same manner as set forth in Article VI. The committee will have a chairperson who is serving in the second year of their term as a member of the Nominations Committee, who will hold that position for one year. Upon completion of the one year term of office, the chair will be available, if needed, to help mentor the incoming chairperson. In the event a vacancy occurs in any position of the committee, including the Chair, the vacancy shall be filled for the remainder of the term by a majority vote of the remaining members of the Nominations Committee.

As no Nominations Committee exists at the time of approval of these bylaws, the first nominations committee shall be appointed by the President and subject to approval by the Board of Directors. One eligible member shall be appointed for a term ending 2016, another eligible member for a term ending 2015, and a third eligible member for a

temporary term to last only through the 2014 elections where the third vacancy on the committee will be elected by UNP membership. The first chair of the committee will be chosen by Nominations Committee members by vote.

Section 4: The Pharmacology Committee is a standing committee. This committee shall submit a proposed budget to the Board of Directors on an annual basis.

ARTICLE X. REMOVAL OF ELECTED OR APPOINTED OFFICERS AND DIRECTORS

In the event that an elected or appointed officer or director violates the Bylaws of UNP or fails to perform the duties as described in Article VII, section 2, then the disinterested members of the Board of Directors shall provide the officer or director in question with a written notice stating the specific reasons for removal or expulsion, and provide the officer or director with an opportunity to respond to the allegations in writing which must be completed within fourteen (14) days of receipt of the written notice of removal or expulsion. Upon written request, within fourteen (14) days of receipt of written notice of removal or expulsion, such officer or director is entitled to a hearing before the Board of Directors in accordance with rules established by the Board of Directors.

If the officer or director does not choose to resign, they may be removed by (a) three-quarters of the Board members voting where a quorum is present, or (b) two-thirds of the full Board of Directors, with any Director proposed to be removed abstaining from the vote. Final written notice of the removal decision will then be provided by the Board of Directors to the officer or director.

Any member of the Board of Directors who is removed from office shall be permanently ineligible to serve as an officer or state representative of UNP.

ARTICLE XI. DISCIPLINARY ACTION INVOLVING MEMBERS

Section 1. Member

For the purposes of this Article, a member shall be defined by one of the following membership categories: NP, Student, Affiliate, Retired, or Associate member.

Section 2. Authorization

The Executive Committee of the Board of Directors may enforce disciplinary measures, including expulsion, suspension, censure and reprimand, and impose terms and conditions of probation or such sanctions as it may deem appropriate, for any of the following reasons:

- a. Failure of the member to comply or act in accordance with these Bylaws, the Articles of Incorporation of the corporation, or other duly adopted rules or regulations of the corporation;
- b. Failure of the member to maintain confidentiality or security, or the permitting of conditions that allow a breach of confidentiality or security, in any manner dealing with the confidentiality of corporate records or any proprietary information of UNP;
- c. Revocation of a member's license or registration as a registered nurse or advanced practice nurse;
- d. Conviction of a felony which indicates that the member may be a danger to public health or safety; or
- e. Unethical behavior or behavior that causes harm to the reputation of UNP.

Section 3. Procedure

Any member alleged to have acted in such manner as to be subject to disciplinary action shall first be given written notice of the charges and an opportunity to provide a written response. Upon written request, such member shall be entitled to a hearing before the Executive Committee in accordance with rules established by the Board of Directors.

Section 4. Reinstatement

In the event a member is expelled from the corporation, such member may apply for reinstatement after one year following final action on expulsion. The Executive Committee is the final authority and may, by majority vote, accept application for reinstatement under such terms and conditions as it may deem appropriate.

ARTICLE XII: AMENDMENTS

Section 1. Proposed amendments to these bylaws shall be recommended to the members for vote by a 2/3 vote of the Board of Directors, and sent to all members at least four weeks prior to the proposed vote on such amendments. Adoption of an amendment for which the membership has received such prior notice shall require approval by two-thirds (2/3) of the voting members.

Section 2. If a vote is to be taken at a membership meeting, members who are unable to attend the meeting should express their concerns regarding a proposed amendment in writing to a Board member.

Section 3. Amendments to bylaws are limited to no more than two (2) times in one calendar year.

ARTICLE XIII: QUORUM

Section 1. A simple majority of the Board of Directors shall be necessary to constitute a quorum at any regular or any special meeting of the Board.

Section 2. Members of UNP holding one percent (1%) of the votes entitled to be cast constitutes a quorum. Except as otherwise stated in Article XII regarding amendments to these Bylaws, the vote of a majority of Members at any meeting at which there is a quorum shall be the act of the Members.

ARTICLE XIV: PARLIAMENTARY PROCEDURE

Parliamentary procedure for the organization shall be that of "Robert's Rules of Order", most recent edition.

ARTICLE XV. INDEMNIFICATION AND INSURANCE

Section 1. Reference to Statute. Reference is made to the Utah Division of Corporations and Commercial Code, as it may be amended from time to time (the "Code"). Terms used in this Article XV and not otherwise defined shall have the same meanings as used in the Code. In the event of any conflict between the provisions of this Article XV and the Code, the provisions of the Code shall apply.

UNP may enact from time to time an Indemnification Policy and Procedure ("Policy"). The purpose of the Policy is to establish guidelines for the administration of indemnification of those directors, officers, agents, and employees of UNP who have an action, claim, or proceeding brought against them arising out of their good faith performance of duties on behalf of or at the direction of UNP. The Policy is meant to incorporate and conform to the greatest extent possible with the applicable provisions of the Code regarding the provision of indemnification and insurance. To the extent the Policy may be inconsistent with the Statute or this Article XV, the terms of the Statute shall apply.

Section 2. Indemnification and Advance of Expenses. UNP shall indemnify and/or advance expenses to a person who was, is, or may be threatened to be made a named defendant or respondent in a proceeding because the person is or was a governing person, former governing person, delegate, officer, employee, or any person formerly holding a similar position with UNP (each, an "Indemnified Person") to the fullest extent permitted by, and in accordance with the procedures set forth in Title 16, Chapter 10a, Section 905 and any other applicable laws. It is the intention and purpose of this Article XV to make mandatory the permissive indemnification provisions of the Code.

Section 3. Insurance. Subject to the Code, UNP may purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by the Indemnified Person in such a capacity or arising out of his or her status as an Indemnified Person, whether or not UNP would have the power to indemnify him or her against that liability under this Article XV or otherwise.

Section 4. Savings Clause. If this Article XV or any portion of this Article XV shall be invalidated on any ground by any court of competent jurisdiction, then UNP shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by any applicable portion of this Article XV that shall not have been invalidated and to the fullest extent permitted by applicable law.